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June 13, 2003

FILED VIA ECFS

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W. TW-A325
Washington, D.C. 20554

Re: Application of WorldCom, Inc. (debtor-in-possession) d/b/a MCI and Certain of its Subsidiaries (as debtors-in-possession) for Authorization to Transfer and/or Assign Blanket Domestic Section 214 Authorization and International Section 214 Authorizations

Dear Ms. Dortch:

WorldCom, Inc. (debtor-in-possession) d/b/a MCI and certain of its subsidiaries (as debtors-in-possession) (collectively "WorldCom"), hereby submits this combined application for authorization to transfer and/or assign blanket domestic section 214 authorization and international section 214 authorizations to MCI, Inc. This application is being filed as a result of WorldCom's expected emergence from bankruptcy later this year.

Concurrent with this application, WorldCom is filing this combined application with the International Bureau, in accordance with the Commission's rules, 47 C.F.R. §§ 63.04 and 63.18.

Remittance Form 159 and a check in the amount of \$860.00 has been submitted to the Commission to cover the Commission's filing fee.

Please contact me at (202) 887-3845 should you have any questions regarding this application.

Respectfully submitted,

/s/
Richard S. Whitt

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)

WORLDCOM, INC. (Debtor-in-Possession))

d/b/a MCI and)

Certain of its Subsidiaries (as debtors-in-possession))

Docket No. WC 02-215

For Authorization To Transfer and/or)

Assign Blanket Domestic Section 214 Authorization)

and International Section 214 Authorizations)

Pursuant to Section 214 of the)

Communications Act of 1934, as Amended)

APPLICATION

I. INTRODUCTION

WorldCom, Inc., (debtor-in-possession) d/b/a MCI, and certain of its subsidiaries (as debtors-in-possession) (collectively “WorldCom,” “the Company,” “the Debtors,” or “the Applicants”) hereby request authority, pursuant to section 214 of the Communications Act of 1934, as amended,¹ and sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules,² for approval to transfer and/or assign blanket domestic section 214 authorization and international section 214 authorizations to MCI, Inc. (hereafter “Reorganized Company”) as part of its emergence from Chapter 11 bankruptcy. Pursuant to section 63.04(b) of the Commission’s rules, WorldCom submits this filing as a combined domestic section 214 transfer application and international

¹ 47 U.S.C. § 214 (the “Act”).

² 47 C.F.R. §§ 63.03, 63.04, 63.18 & 63.24(e)(1) and (2).

section 214 assignment application.³ WorldCom is simultaneously filing this combined application with the International Bureau, in accordance with the Commission's rules.⁴ WorldCom respectfully submits that this application qualifies for streamlined treatment under sections 63.03(b) and 63.12 of the Commission's rules for the reasons described herein.⁵

As the Commission is aware, WorldCom and substantially all of its active U.S. subsidiaries, including those holding blanket domestic section 214 authority and international section 214 authorizations, filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code to reorganize their business and financial structure.⁶ WorldCom advised the Commission of its Chapter 11 filings on July 21, 2002, and on August 16, 2002 submitted an application for the involuntary *pro forma* assignment of all of its section 214 authorizations as a result of its debtor-in-possession ("DIP") status. The Commission ultimately granted final consent on April 17, 2003.⁷ WorldCom now is on a path to emerge from bankruptcy later this year, which will result in the business being transferred from the debtor-in-possession back to the Reorganized Company. This application is filed as a formal matter to ensure that WorldCom's licenses and authorizations are transferred expeditiously to the reorganized entity that emerges from bankruptcy.

In brief, the reorganization of WorldCom, and the consummation of the Plan of Reorganization ("Plan"), will include the creation of fifteen classes of holders of claims against and equity interests in WorldCom. The Plan specifies that each class of individuals and entities

³ 47 C.F.R. §§ 63.04(b).

⁴ 47 C.F.R. §§ 63.04 & 63.18. *See In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, CC Docket No. 01-150 (rel. Mar. 21, 2002) ("Domestic Section 214 Streamlining Order"). WorldCom is also filing applications for consent to assign its submarine cable landing licenses; a DBS license; and licenses for a variety of wireless facilities, including MMDS, point-to-point microwave, satellite earth stations, CARS, and miscellaneous private radio services to the Reorganized Company.

⁵ 47 C.F.R. §§ 63.03 & 63.12. *See* Domestic Section 214 Streamlining Order.

⁶ *In re WorldCom, Inc.*, et al., Chap. 11 Case No. 02-13533 (Bankr. S.D.N.Y. 2002).

with Allowed Claims⁸ will receive, generally speaking, a cash payment and/or securities in the form of new common stock and/or senior unsecured notes, in exchange for complete and full satisfaction of such Allowed Claims.⁹

II. DESCRIPTION OF THE PARTIES

The transactions that are the subject of this Application are the direct result of WorldCom's emergence from Chapter 11 bankruptcy and corporate restructuring. WorldCom is submitting this Application despite the lack of a clear legal basis for the Commission's direct involvement in the approval of a company's reorganization and emergence from bankruptcy.

It is not apparent that this particular transaction falls squarely within the Commission's regulatory jurisdiction, for a number of reasons. First, upon emergence from bankruptcy, it is not obvious that a transfer or assignment will have occurred within the explicit meaning of the Commission's rules dealing with section 214 authorizations. Under the Plan of Reorganization, no single shareholder will own a controlling interest in the Reorganized Company. The Reorganized Company will become a publicly-held, widely-traded corporation, just as WorldCom was prior to bankruptcy.

Further, the transaction does not raise any of the traditional competitive concerns that otherwise might be present with an acquisition, merger, or similarly complex transaction. In particular, the transaction will in no way diminish competition, as no merger, consolidation, or

⁷ See *International Authorizations Granted*, Public Notice, DA-03-1171 (released April 17, 2003).

⁸ An Allowed Claim is defined in Article 1, Section 1.04 of the Plan of Reorganization, attached hereto as Exhibit B.

⁹ See Plan, Articles II-IV. Specifically, the Plan calls for the new common stock and new notes to be issued upon the Effective Date, according to the following aggregate distribution of new securities: (i) up to 2 billion shares of New Common Stock, par value \$0.01 per share, and (ii) between \$4.5 and \$5.5 billion of New Notes. It is estimated

acquisition involving another carrier or service provider is part of WorldCom's Plan of Reorganization. Nor will the transaction result in an increase in market share for the Reorganized Company post-emergence.

Moreover, WorldCom anticipates no adverse impact on service to its customers as a result of this reorganization. In fact, successful implementation of the Plan of Reorganization will result in material benefits to the Reorganized Company's residential and business customers. In all other respects, the transaction will be seamless and transparent to WorldCom and its subsidiaries' customers.

Nonetheless, WorldCom is filing this application with the Commission to fully cooperate with FCC practices and procedures, in order to effect the transfer of FCC licenses and applications from the DIP to the Reorganized Company. Although WorldCom submits this filing without prejudice to its legal position in this matter, there should be no doubt that a successful emergence from bankruptcy is manifestly in the public interest.¹⁰

A. WorldCom, Inc.

WorldCom, Inc. is a Georgia corporation with its principal place of business located at 22001 Loudoun County Parkway, Ashburn, Virginia 20147. WorldCom is a leading global communications company providing local, long-distance, switched access, broadband, and Internet access and backbone services throughout the United States. WorldCom provides converged communications and innovative solutions for more than 20 million residential,

that an aggregate of approximately 318 million shares of New Common Stock of the Reorganized Company will be issued to holders of Allowed Claims. *See* Disclosure Statement, Section VI.C.1.

government, and global business customers. Its customers range from consumers and small businesses to government offices and elite members of the Fortune 500 worldwide.

WorldCom delivers a comprehensive portfolio of local-to-global business data, Internet and voice services to a “Who's Who” list of the Fortune 1000. Through its acquisition of the legacy UUNET company in August of 1996, WorldCom has become an established leader in IP network technology and Virtual Private Networking (VPN), delivering VPNs based on private data networks as well as on the industry's farthest-reaching global Internet backbone. Today, WorldCom's Internet backbone spans six continents, over 140 countries, over 2,800 cities, over 4,500 Points of Presence, and supports more than 3.2 million dial modems. Its portfolio includes SONET private line, frame relay, ATM and a full range of dedicated, dial and value-added Internet services. WorldCom has over 98,000 owned and operated global network route miles, including terrestrial and undersea cable.

Moreover, WorldCom is a significant facilities-based provider of communications services. WorldCom acquired the network service operations of Williams Telecommunications Group, Inc. in 1995. The acquisition gave WorldCom 10,000 miles of fiber and 1,000 miles of microwave transmission facilities, and enabled WorldCom to more effectively provide large companies with both voice and advanced data capabilities. In August 1996, WorldCom acquired MFS Communications Company. Through this acquisition, WorldCom gained local network access facilities via digital fiber optic cable networks installed in and around major U.S. cities, as well as in several major European cities, in addition to a network platform, including transmission and switching facilities. In January 1998, WorldCom acquired Brooks Fiber

¹⁰ The filing of this application also shall not in any way prejudice, impair, or otherwise constitute a waiver of

Properties, Inc., which accelerated WorldCom's facilities-based local city expansion into new markets.

Today, WorldCom owns and operates some of the world's most complex and sophisticated custom networks, delivering value for a wide variety of customers and more than 75 U.S. federal government agencies. WorldCom also is a premier provider of audio, video, and Net conferencing services that enable customers to meet and collaborate remotely to effectively conduct business anywhere, anytime.

Since its birth, the legacy MCI Communications Corporation acquired by WorldCom in September 1998 has had a consistent heritage of fierce competition, industry leadership, and innovation. Founded in 1968, MCI fundamentally changed the nature of the telecommunications industry by shattering AT&T's monopoly over long-distance telephone service in the United States. That history of competition, leadership, and innovation continues today unabated. WorldCom's mass markets business unit, MCI, is now the United States' second largest long-distance company. MCI energized the domestic residential business with the introduction of "Friends and Family." MCI popularized dial-around products, such as "10-10-321" and "10-10-220," and invented "1-800-COLLECT." In April 2002, MCI launched "The Neighborhood built by MCI," the industry's first truly any-distance, all-inclusive offering combining local and nationwide long-distance calling from home to consumers for one low monthly price.

Capitalizing on its extensive facilities-based local service footprint, WorldCom offers the industry's only true network-based IP communications product serving both enterprises and small business markets in all 94 metropolitan service areas where WorldCom owns local service

WorldCom's rights under section 1123(a)(5) of the Bankruptcy Code.

facilities. WorldCom's award-winning service, "MCI Advantage," permits customers to consolidate local and long distance for all business locations over their new or existing WorldCom data network.

B. MCI, Inc.

As described above, WorldCom will be renamed MCI, Inc. upon consummation of the Plan of Reorganization and emergence from bankruptcy.

III. DESCRIPTION OF THE TRANSACTION

A. The Chapter 11 Cases

On July 21, 2002 (the "Commencement Date") and November 8, 2002, WorldCom, Inc., and 221 of its direct and indirect domestic subsidiaries commenced cases under chapter 11 of title 11 (the "Chapter 11 Cases") of the United States Code (the "Bankruptcy Code") in the Bankruptcy Court in the Southern District of New York (the "Bankruptcy Court"). On July 29, 2002, the United States Trustee for the Southern District of New York (the "US Trustee"), pursuant to section 1102(a)(1) of the Bankruptcy Code, appointed a fifteen-member committee to represent the interests of unsecured creditors of the Debtors (the "Creditors' Committee"). The current (now fourteen) members of the Committee are listed in an attachment hereto as Exhibit A.

The bankruptcy followed WorldCom's discovery and reporting of substantial accounting improprieties, which it disclosed publicly on June 25, 2002. WorldCom's response to that discovery was necessarily a focus of the Debtors' activity in the Chapter 11 Cases. Specifically, upon commencement of the Chapter 11 Cases, the Debtors promptly: (1) fully responded to the

lawsuit filed by the Securities and Exchange Commission (“SEC”; the “SEC Lawsuit”); (2) fully cooperated with Richard C. Breeden, former Chairman of the SEC, who was appointed as WorldCom Corporate Monitor by the District Court for the Southern District of New York (“District Court”); (3) consented to the appointment of an examiner, Richard Thornburgh, former Attorney General of the United States, to investigate issues related to the accounting irregularities; and (4) retained the law firm of Wilmer, Cutler & Pickering as counsel to a special committee of the board of directors to conduct an independent investigation of the circumstances giving rise to the June 25 announcement.

B. The SEC Lawsuit

On November 26, 2002 WorldCom consented to the entry of a permanent injunction that partially resolved the claims asserted in the SEC Lawsuit. The injunction imposes certain ongoing obligations on WorldCom. Under the terms of the permanent injunction, WorldCom agreed (1) not to violate securities laws in the future, (2) to provide reasonable training and education to its senior operational officers and financial reporting personnel to minimize the possibility of future violations, (3) to conduct a review of the effectiveness of its material internal accounting control structure and policies, (4) to follow recommendations concerning WorldCom’s corporate governance and ethics policies made by Mr. Breeden, in his capacity as WorldCom Corporate Monitor, and (5) to make a commitment to transparency and candor in all company affairs.

In addition, on May 19, 2003, WorldCom announced that it had settled the remaining claims made by the SEC. The proposed settlement finds WorldCom liable for a civil penalty of \$1.510 billion, to be satisfied by payment of \$500 million upon the effective date of the

Company's emergence from Chapter 11 (the "Effective Date"). The District Court, with jurisdiction over the SEC Lawsuit, has entered an order establishing a procedure for consideration of the proposed settlement. The District Court invited interested parties to submit comments on the proposed settlement on or before June 6, 2003, and held a hearing on June 11, 2003. If the settlement is approved by the District Court and the Bankruptcy Court, it will resolve all claims by the SEC against the Company for past accounting practices.

C. The Road to Restructuring

WorldCom has also taken other significant internal action in response to the accounting irregularities it uncovered, including terminating or accepting the resignation of responsible financial and accounting personnel, including its chief financial officer and its corporate controller. Beginning in September 2002, WorldCom began an extensive search for a new CEO. After identifying more than two dozen potential prospects, WorldCom's Board of Directors unanimously elected Michael D. Capellas as the new Chairman and CEO of WorldCom.

On December 17, 2002, all of the members of the Debtors' board of directors serving prior to the announcement of the accounting irregularities resigned. All of the members of the Debtors' current board of directors were appointed subsequent to the aforementioned announcement.

On January 14, 2003, Mr. Capellas announced an extensive plan to re-focus WorldCom's efforts over the next 100 days, leading to the development of a long-term business plan and filing a Plan of Reorganization by April 15, 2003.

D. The Approval of the Disclosure Statement

On March 11, 2003, the Debtors presented their business plan to the Committee. The plan outlined strategic and business initiatives to ensure successful emergence from Chapter 11. The Debtors' discussions with the Committee regarding the business plan naturally evolved into negotiations regarding the development of a chapter 11 plan.

On April 14, 2003, one day ahead of schedule, WorldCom filed its Plan and a proposed disclosure statement (the "Disclosure Statement") with the Bankruptcy Court. The Plan was the result of extensive negotiations with creditor constituencies that led to an agreement to resolve most outstanding issues related to the Plan. A copy of the Plan and Disclosure Statement, as approved by the Bankruptcy Court in substantially similar form on May 28, 2003, is attached hereto as Exhibit B.

On May 19, 2003, and May 22, 2003, the Bankruptcy Court held hearings on the Disclosure Statement, in order to determine whether the Disclosure Statement contained adequate information to allow a reasonable investor to make an informed decision about whether to accept or reject the Plan. On May 28, 2003, the Bankruptcy Court entered an order (the "May 28 Order"), attached hereto as Exhibit C, approving the Disclosure Statement based on the fact that it contained adequate information. The May 28 Order authorized WorldCom to solicit acceptances of the Plan from creditors.

E. The Denial of the Trustee Motion

The Bankruptcy Court also considered and denied separate motions to appoint a Chapter 11 trustee for the MCI debtors and to appoint of a separate committee of MCI creditors. In

determining that a Chapter 11 trustee should not be appointed, the Bankruptcy Court concluded that:

[t]he Debtors' trustworthiness is no longer at issue. Debtors have hired a new CEO and have replaced their board of directors. Further, the Court is not aware of any criticism of the Debtors' business practices during [the] postpetition period and the Debtors have worked diligently with creditors' constituencies in furtherance of their reorganizational goals.¹¹

On the issue of future prospects and customer confidence, the Bankruptcy Court found that:

The Debtors have made progress with respect to their business plan, are expanding their customer base and are moving toward a successful reorganization... For many customers, WorldCom provides the backbone of their business, and the Debtors' inability to serve such customers, including the United States government, could prove devastating. The unsettling effect of a trustee would be detrimental for the Debtors and all parties in interest....¹²

F. The Plan of Reorganization

At this point in the reorganization process, groups representing approximately 90 percent of the creditors have indicated their support for the Plan. With this foundation of support, the Debtors believe that the Plan will satisfy all requirements necessary for confirmation by the Bankruptcy Court. Following is a schedule of activities that will lead to the confirmation hearing:

- June 13 Debtors' deadline for sending Plan solicitation packages in accordance with the May 28 Order¹³
- July 28 Objections to Plan must be filed with Bankruptcy Court
- August 1 Plan Supplement to be filed with Bankruptcy Court
- August 12 Deadline for voting on Plan
- August 19 Voting Agent certifies vote on Plan

¹¹ *In re WorldCom, Inc., et al.*, Memorandum Decision And Order Denying Motions for Appointment Of A Chapter 11 Trustee and Examiner, Case No. 02-13533 (AJG), at 22 (Bankr. S.D.N.Y. May 16, 2003) ("May 16 Order").

¹² *Id.* at 22-23.

¹³ Attached hereto as Exhibit D.

- August 25 Plan confirmation hearing

The Plan creates fifteen classes of holders of claims against and equity interests in WorldCom, and specifies that each class of individuals and entities with Allowed Claims will receive a cash payment, and/or securities in the form of new common stock (“New Common Stock”) and/or senior unsecured notes (“New Notes”), in exchange for complete and full satisfaction of such Allowed Claims.¹⁴ Pursuant to Article 4 of the Plan, WorldCom is authorized to issue up to 2 billion shares of New Common Stock, and between \$4.5 and \$5.5 billion of New Notes to holders of Allowed Claims.¹⁵

Upon consummation of the transaction, the Reorganized Company will continue to be a widely-held, public corporation. Based upon information available to WorldCom regarding holders of Claims, two parties, Matlin Patterson Global Opportunities Partners, L.P. and Financial Ventures, L.L.C., each will own beneficially more than five percent of the New Common Stock of the Reorganized Company as of the Effective Date. Based upon the information available to WorldCom regarding holders of Claims, no other holder of Allowed Claims will receive a distribution of New Common Stock that would provide that holder with 10 percent or greater ownership in the Reorganized Company. In addition, under the Plan no foreign person or foreign entity will hold 25 percent or greater interest in the Reorganized Company.

Upon the Effective Date, the management, control, and operation of the Reorganized Company will be the general responsibility of the Boards of Directors of the Reorganized

¹⁴ See Plan, Articles II-IV.

¹⁵ See Plan, Article IV.

Company and each of its subsidiaries (referred to as the “Reorganized Debtors”).¹⁶ No single security holder will exercise either de jure or de facto control over the Reorganized Company. The Boards will carefully consider the report and recommendations as to corporate governance submitted by the Corporate Monitor pursuant to the permanent injunction order in the SEC Lawsuit.

The current officers of the Reorganized Company shall serve as the initial officers of Reorganized WorldCom on and after the Effective Date. They include Michael D. Capellas, CEO of WorldCom, whose appointment was confirmed by the Bankruptcy Court in December 2002, and has helped successfully to shepherd WorldCom through its reorganization process. The officers shall serve in accordance with any employment agreement with the Reorganized Company and applicable nonbankruptcy law.

IV. GRANTING WORLDCOM’S APPLICATIONS FOR AUTHORIZATION TRANSFER AND/OR ASSIGNMENT IS CONSISTENT WITH THE PUBLIC INTEREST

Generally speaking, the Commission grants license transfers unless it would not be in the public interest to do so. The transfers at issue in this application do not, however, represent licenses being transferred from one company to another, as would happen in the case of a merger or consolidation. Instead, this proposed “transfer” merely acknowledges the formality that the Reorganized Company will have emerged from bankruptcy, such that the entity now providing service will be MCI, Inc., rather than the debtor-in possession in a bankruptcy proceeding.

¹⁶ The Reorganized WorldCom By-Laws will be issued with the Plan Supplement, to be filed with the Bankruptcy Court on August 1, 2003. The Boards of Directors of Reorganized WorldCom and the Reorganized Debtors will be disclosed no later than ten (10) days prior to the Confirmation Hearing.

Moreover, unlike other bankrupt companies whose plan of reorganization called for their assets to be purchased by other telecommunications carriers, or by foreign entities, MCI's plan calls for it to remain an independent, widely-held, public corporation devoted to providing a wide range of domestic and foreign communications services in competition with domestic and foreign incumbent carriers. The requested transfer and assignment therefore are purely a formality related to the Reorganized Company's emergence from bankruptcy.

For that reason, the transfer to the Reorganized Company does not raise any of the traditional regulatory concerns that otherwise might be present with an acquisition, merger, or similar transaction. Accordingly, the scope of the Commission's review here is limited to that necessary to assure the transfer of licenses and authorizations from the DIP to the Reorganized Company.

Nonetheless, the Commission can assure itself that the Reorganized Company does indeed intend to emerge as an independent, widely-held public company capable of continuing to provide regulated services pursuant to the Commission's rules and regulations. In particular, the Reorganized Company will be well positioned to continue to provide innovative services to the public, and inject competition into telecommunications markets, as part of its overall business plan. The swift grant of this application furthers the public interest in several respects: (1) it provides the economic and social benefits that Chapter 11 of the Bankruptcy Code was designed to achieve; (2) it furthers the development of competition in telecommunications markets, by ensuring that WorldCom -- one of the largest and most viable competitors to incumbent carriers - can continue to offer its services in markets nationwide; and (3) it protects the interests of those residential and business customers who rely on WorldCom to provide essential telecommunications services, and avoids unnecessary interruptions in those customers' service.

A. WorldCom's Emergence From Bankruptcy Furthers the Public Interest In The Reorganization of Troubled But Viable Businesses

Chapter 11 of the Bankruptcy Code reflects Congress's determination that allowing a financially troubled business to rehabilitate itself and be restructured is preferable to, and more economically efficient than, liquidation of its assets.¹⁷ Accordingly, Congress established a reorganization process, "[t]he fundamental purpose of [which] is to prevent a debtor from going into liquidation, with an attendant loss of jobs and possible misuse of economic resources."¹⁸ Reorganization allows a debtor to continue to operate in the future, satisfy creditors' claims, protect investors' interests, and produce a return.¹⁹ Rehabilitation also protects investors,²⁰ and furthers the general Bankruptcy Code policy of maximizing the value of the bankruptcy estate.²¹ The Bankruptcy Code preempts all other laws to the extent they impede a debtor's emergence from Chapter 11.

As the Commission has recognized, these principles establish a fortiori that the requested transfer and/or assignment yields "significant public interest benefits."²² The transfer and/or assignment of the licenses and authorizations from the DIP to the Reorganized Company furthers WorldCom's Plan. As a result, consideration of issues related to the WorldCom bankruptcy, as

¹⁷ H R. Rep. No. 95-585 at 220, 1978 U.S.C.C.A.N. 5787.

¹⁸ *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 529 (1984); *see also United States v. Whiting Pools*, 462 U.S. 198, 203 (1983) ("By permitting reorganization, Congress anticipated that the business would continue to provide jobs, to satisfy creditors' claims, and to produce a return for its owners.").

¹⁹ *See United States v. Whiting Pools*, 462 U.S. 198, 203 (1983); *Toibb v. Radloff*, 501 U.S. 157, 163 (1991).

²⁰ S. Rep. No. 95-989 at 10, 1978 U.S.C.C.A.N. 5796.

²¹ *See Toibb*, 501 U.S. at 163; *see also Whiting Pools*, 462 U.S. at 203 (noting that reorganization process reflects Congress's recognition that "the assets of the debtor would be more valuable if used in a rehabilitated business than if 'sold for scrap.'").

²² *In re Applications of Space Station Sys. Licensee, Inc.*, 17 F.C.C.R. 2271, ¶ 44 & n.126 (2002).

part of the FCC transfer and assignment process, is precluded by the bankruptcy code.²³ The licenses and authorizations are significant assets of the bankruptcy estate, and the services that WorldCom now uses those assets to provide are an integral component of the Reorganized Company's business plan. Thus the post-bankruptcy entities' retention of those licenses is essential to WorldCom's ability to emerge as an ongoing concern. The continued vitality of the Reorganized Company after the completion of the bankruptcy process protects the jobs of tens of thousands of workers, and ensures that the Company's remaining assets are put to an efficient use.

In this case, the vast majority of the creditors have indicated that their interests are best served by the preservation of WorldCom's assets as a working entity, not by liquidation of those assets. Indeed, the SEC recently observed that "the liquidation of WorldCom would harm creditors, investor victims, and WorldCom's employees, while benefiting only WorldCom's competitors."²⁴ WorldCom agrees.

WorldCom's reorganization likely also will help contribute to the revival of the telecommunications industry.²⁵ As one commenter has noted in the Wall Street Journal, "more often than not, the market is well served by the [bankruptcy] process. The sooner the losses are recognized and absorbed, the faster companies and markets can recognize the marginal costs of using the bankrupt enterprise's resources for worthwhile services. All of which will encourage

²³ See *FCC v. NextWave Personal Communications, Inc.*, 123 S.Ct. 832 (2003).

²⁴ Submission of the Securities and Exchange Commission, Case No. 02-CV-4963 (JSR), June 6, 2003, at 17.

²⁵ See *Dealing with the Telecommunication Industry's Difficulties*, Presentation at the Federal Communications en banc hearing, Oct. 7, 2002 (available at http://ftp.fcc.gov/enbanc/100702/white_presentation.pdf) (presentation of Lawrence J. White, Stern School of Business).

lower prices, expanded demand and greater economic efficiency. The U.S. economy will be the beneficiary.”²⁶

B. Granting The Application Promotes The Development of Competition in Telecommunications Markets and Protects the Interests of Existing WorldCom Subscribers

Allowing WorldCom to transfer and/or assign the licenses from the DIP to the Reorganized Company, and complete its reorganization, also promotes the development of a vibrant and competitive telecommunications market in which customers may choose from the diverse service offerings of multiple providers. WorldCom is one of the few substantial remaining competitors to the Bell Operating Company (“BOCs”) in local, long distance, broadband, and Internet markets, and its continued presence in those markets best advances the national policy of encouraging the development of competitive telecommunications markets.²⁷ As explained above, WorldCom has long been at the forefront of tremendous innovation, and offers a wide array of voice, data, and Internet services to residential and business subscribers and numerous government agencies. WorldCom also provides audio, video, and Net conferencing services that customers can use to conduct business from any geographic location, at any time. In 2002, WorldCom launched “the Neighborhood,” the industry’s first any-distance, all-inclusive offering combining local and nationwide long distance calling from home to consumers for one low monthly price. WorldCom’s award-winning service, “MCI Advantage,”

²⁶ Lawrence J. White, *In Praise of Bankruptcy*, *Wall St. Journal*, Jan. 21, 2003.

²⁷ See *AT&T Corp. v. Iowa Utils. Bd.*, 525 U.S. 365, 371 (1999); H.R. Rep. No. 104-204, at 89 (1995); see generally 47 U.S.C. §§ 251 *et seq.* See also *In re: Applications of XO Communications, Inc.*, 17 F.C.C.R. 19212, ¶¶ 28-30 (2002) (concluding that reorganized competitive LECs’ ability to participate in telecommunications markets promotes competition and thus furthers the public interest).

remains the industry's only true network-based IP communications product serving both enterprises and small business markets in all 94 metropolitan service areas where WorldCom owns local service facilities.

WorldCom has continued to provide these innovative and sophisticated services while in Chapter 11 bankruptcy, and will continue to do so after confirmation of its reorganization plan. Judge Gonzalez, the judge overseeing the bankruptcy cases, recognized that WorldCom not only has “made progress with respect to [its] business plan,” but is “expanding [its] customer base and moving towards a successful reorganization.”²⁸ The Reorganized Company's ability to do so “yield[s] tangible public interest benefits.”²⁹

Moreover, granting the application protects the interests of existing WorldCom subscribers. Judge Gonzalez has noted that “[f]or many customers, WorldCom provides the backbone of their business, and the Debtors' inability to serve such customers, including the United States government, could prove devastating.”³⁰ If WorldCom does not emerge from bankruptcy and continue to provide services using the FCC licenses it currently holds, those customers and other WorldCom subscribers could suffer significant interruptions of service, and would have to invest time and money to find another provider that can offer them similar or comparable services. Expeditiously granting the transfer and/or assignment requests would avoid these negative consequences.

²⁸ *May 16 Order* at 22.

²⁹ *In re XO Communications*, 17 F.C.C.R. at ¶ 28.

³⁰ *May 16 Order* at 23.

C. The Circumstances That Spurred WorldCom's Bankruptcy Filing Do Not Primarily Relate to its Activities as a Telecommunications Carrier, and Do Not Impact the Public Interest Benefits of Granting the Application

WorldCom's past accounting fraud does not change the public interest calculus. The transgressions of former WorldCom employees have now been described in great detail in two public reports.³¹ As these reports describe, the fraud caused great damage to the Company, its employees, and its shareholders, and was the principal reason the Company filed its Chapter 11 petitions. However, the employees and officers involved have been discharged or otherwise have left the Company, a new Chief Executive Officer has been appointed, the Board has been replaced, and WorldCom has agreed to pay a substantial fine to resolve pending charges against it. At this juncture, WorldCom may be the most closely and carefully monitored company in the world. No one responsible for reviewing MCI's conduct -- including the SEC, Corporate Monitor Richard Breeden, and the new Board of Directors -- has even suggested that MCI is not now a model corporate citizen. Accordingly, as Judge Gonzalez has concluded, WorldCom's "trustworthiness is no longer at issue."³²

The past misconduct by former employees should have nothing to do with the eligibility of the Reorganized Company to continue to hold its FCC authorizations and licenses. The fraud of previous WorldCom management, and WorldCom's ensuing accounting issues, have been fully addressed by responsible governmental entities, and do not relate to this Commission's statutory mandate or to any issues fairly raised in this application. Nor do WorldCom's past failures touch on any of the public policy concerns on which the Commission has traditionally

³¹ Second Interim Report of Dick Thornburgh, Bankruptcy Court Examiner, *In re: WorldCom, Inc.*, Case No. 02-15533 (AJG), June 9, 2003; Report of Investigation by the Special Investigative Committee of the Board of Directors of WorldCom, Inc., March 31, 2003.

focused when making initial authorization or licensing decisions and license revocation decisions -- such as the desire to promote local competition, the need to assure universal service, and the allocation of scarce spectrum. To the contrary, as discussed above, allowing WorldCom to emerge from bankruptcy and continue to participate in the relevant markets would promote competition in the telecommunications industry, and particularly local markets, and ensure that WorldCom's spectrum can be put to the uses for which WorldCom initially acquired it.

Certain of WorldCom's adversaries and others would like nothing less than to eliminate WorldCom as a competitor, and have opposed its reorganization at every available opportunity. Presumably these parties will continue to do so by opposing this application (as they opposed even the pro forma step of transferring the licenses to the debtor-in-possession). But the facts surrounding this transfer are fundamentally distinct from those situations in which the FCC has concluded that broadcasters' misconduct rendered them unfit to hold licenses.

First, unlike common carriers, broadcasters are subject to congressionally-mandated fitness requirements, because the scarcity of broadcast spectrum requires some criteria to allocate licenses. That scarcity does not exist for common carriers. Second, in almost every case in which the Commission has revoked a license based on a broadcaster's misconduct, the broadcaster had repeatedly defied Commission orders directed to it individually, or repeatedly made misstatements in order to evade an investigation directed at it.³³ WorldCom has never defied Commission orders, even during the period when its prior management was engaged in

³² *May 16 Order* at 22.

³³ See *In re Leslie D. Brewer*, 16 F.C.C.R. 5671 (2001) (operation of unlicensed broadcast despite repeated warnings and sanctions); *In re Peninsula Communications, Inc.*, 16 F.C.C.R. 16124, ¶ 1 (2001) (licensee refused to cease operation of its translators despite FCC order); *In re CCN, Inc.*, 13 F.C.C.R. 13599 (1998) (repeated slamming of customers and evasion of service from the Commission); *Sea Island Broadcasting Corp. of South Carolina*, 60

accounting improprieties. Third, those cases generally involve misconduct concerning the core regulatory responsibilities of the Commission -- such as unlicensed broadcasts or unlawful billing practices -- and did not involve financial misconduct, which is under the purview of the SEC. WorldCom's misconduct did not relate to its regulatory responsibilities to the Commission. Fourth, and related, the license revocation cases involve misconduct that has not been investigated by any other regulatory or enforcement agency. WorldCom's misconduct has been fully investigated by agencies, including the Department of Justice and the Securities and Exchange Commission, which are directly responsible for regulating the conduct at issue. Finally, the cases involve bad actors that have refused to changed course. None involved companies like WorldCom that have taken numerous serious structured steps to ensure that past wrongdoing will not be repeated -- much less a company that has entered agreements with a pertinent federal agency that includes monitoring to ensure that past financial misbehavior is not repeated.³⁴ WorldCom is far different from these other companies in all relevant respects.

Further, as Judge Gonzalez recently observed, "the Court is not aware of any criticism of the Debtors' business practices during [the] postpetition period."³⁵ Indeed, WorldCom has kept current with all post-petition debts, both with vendors and suppliers, such as the Bell Companies, as well as with the Federal Government (with programs such as the Universal Service Fund

F.C.C.2d 146 (1976) (misrepresentations to the Commission during Commission investigation of willful, fraudulent billing practices).

³⁴ Pursuant to the agreement entered by the SEC and WorldCom, WorldCom agreed to be permanently restrained and enjoined from violating any relevant federal securities laws. It also agreed: to share its internal report with the SEC in furtherance of the SEC's comprehensive review of the adequacy and effectiveness of WorldCom's corporate governance systems, policies, plans, and practices; to retain a qualified consultant to perform a review of the effectiveness of WorldCom's material internal accounting control structure and policies; and to provide training and education to certain of its officers and employees to minimize the possibility of future violations of the federal securities laws.

³⁵ *May 16 Order* at 22.

(USF) and local number portability (LNP)). In addition, WorldCom is currently negotiating settlement of various pre-petition claims under the jurisdiction of the Bankruptcy Court.

In sum, the public interest benefits of granting the instant application for transfer and/or assignment can hardly be overstated. WorldCom is poised to emerge from bankruptcy as a key player in several telecommunications markets, and the expeditious grant of this application will ensure that WorldCom can continue to provide competitive service after emerging from bankruptcy. WorldCom's continued participation in these markets will benefit consumers and the telecommunications market, and advance many goals that Congress and the Commission have long sought to achieve. The Commission should therefore promptly grant WorldCom's application.

V. APPLICANTS REQUEST STREAMLINED TREATMENT UNDER SECTIONS 63.03 AND 63.12 OF THE COMMISSION'S RULES

WorldCom submits that this application qualifies for treatment under the Commission's streamlined procedures under sections 63.03 and 63.12 of the Commission's rules.

A. This Application Qualifies For Streamlining Under The Commission's Domestic Section 214 Streamlining Rules

The FCC's rules stipulate, in relevant part, that the streamlining procedures for the transfer of domestic section 214 authorizations presumptively will apply to all transfer applications in which the transferee is not a telecommunications provider.³⁶ The Commission's rules provide further that where a proposed transaction would result in a transferee having a

³⁶ 47 C.F.R. §63.03(b)(1)(ii).

market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange access services (if at all) in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, the streamlined procedures provided in section 63.03 presumptively will apply to transfer applications in which neither of the applicants is dominant with respect to any service.³⁷

Although the proposed transaction would result in the Reorganized Company having a market share in the interstate, interexchange market of somewhat greater than 10 percent,³⁸ nonetheless WorldCom qualifies for streamlined treatment of this application. In its *Domestic Section 214 Streamlining Order*, the Commission explained that it instituted the “10 percent or less” rule in order to alleviate the public interest harms associated with the proposed combination of facilities-based carriers. The Commission concluded that if a transaction proposes to “combine the interexchange services of two non-dominant carriers,” the application will be presumptively streamlined if the transferee’s market share in the interstate, interexchange market following the transaction would be less than 10 percent (“10 percent or less” rule).

The transactions that are the subject of this Application are, in no respect, the combination of interexchange services of two carriers contemplated by the Commission’s “10 percent or less” rule. No merger, consolidation, or acquisition involving another carrier or service provider will be taking place. Rather, the transactions are the direct result of WorldCom’s emergence from bankruptcy and corporate restructuring. The Reorganized Company will

³⁷ 47 C.F.R. §63.03(b)(2)(i).

³⁸ Recent FCC statistics show that WorldCom’s share of the domestic long-distance market in 2001 was almost 24% of the toll revenues reported by carriers that identify themselves as primarily long-distance carriers. See Federal Communications Commission, *Statistics of the Long Distance Telecommunications Industry*, 1st Report, 2003 (rel. May 14, 2003).

continue to offer the same interstate, interexchange services to the same number of customers post-emergence. As a result, the transaction does not raise any of the public interest concerns that led to the Commission's imposition of the "10 percent or less" rule.

In any event, the Commission historically has not expressed any concern about WorldCom's market share in the interstate, interexchange market.³⁹ The Commission should not be concerned now. WorldCom's emergence from bankruptcy and corporate reorganization will not result in an increase in market share in the interstate, interexchange market for the Reorganized Company post-emergence. Furthermore, the Commission has recognized for many years now that the long-distance market, served by more than a thousand companies, is robustly competitive.⁴⁰ WorldCom's success in this market has contributed significantly to the competitiveness of this market.

Lastly, since the Reorganized Company will be providing competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction and will not be dominant with respect to any service, the Commission should accord this application streamlined treatment under section 63.03 of the Commission's rules.

For the reasons stated above, WorldCom submits that this Application qualifies for streamlined processing pursuant to section 63.03 of the Commission's rules.

³⁹ See, e.g., *In re Application of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom, Inc.*, 13 FCC Rcd. 18025, 18038-18071 (1998).

⁴⁰ See Federal Communications Commission, *Statistics of the Long Distance Telecommunications Industry*, 1st Report, 2003 (rel. May 14, 2003).

B. This Application Qualifies For Streamlining Under The Commission's International Section 214 Streamlining Rules

Additionally, WorldCom requests streamlined processing of this application under section 63.12 of the Commission's rules.⁴¹ Section 63.12 provides, in relevant part, that the streamlining procedures for international section 214 applications will presumptively apply unless: 1) the applicant is affiliated with a foreign carrier in a destination market, unless the applicant clearly demonstrates in its application that the affiliated destination market is a WTO Member country and the applicant agrees to be classified as a dominant carrier to the affiliated destination country under section 63.10;⁴² 2) the applicant is affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell;⁴³ and 3) the applicant is requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.⁴⁴

WorldCom is affiliated with a foreign carrier in Brazil, however, it certifies under section 63.12(c)(1)(v), that the affiliated destination is a WTO Member country, and it agrees to be classified as a dominant carrier to the affiliated destination country under section 63.10, without prejudice to its right to petition for reclassification at a later date. Accordingly, WorldCom qualifies for streamlined processing pursuant to section 63.12(c)(1)(v) of the Commission's rules.

Furthermore, WorldCom is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and WorldCom is not requesting

⁴¹ 47 C.F.R. § 63.12.

⁴² 47 C.F.R. § 63.12(c)(1)(v).

⁴³ 47 C.F.R. § 63.12(c)(2).

⁴⁴ 47 C.F.R. § 63.12(c)(3).

authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

For the reasons stated above, WorldCom submits that this Application qualifies for streamlined processing pursuant to section 63.12 of the Commission's rules.

VI. INFORMATION REQUIRED BY SECTIONS 63.04 AND 63.18(e)(3)

Applicants submit the following information in support of their requests for transfer of section 214 authorizations pursuant to sections 63.04 and 63.18(e)(3) of the Commission's rules.

(a) Name, Address and Telephone Number of Each Applicant

Transferors: WorldCom, Inc. (debtor-in-possession) d/b/a MCI and certain of its subsidiaries (debtors-in-possession)
22001 Loudoun County Parkway
Ashburn, Virginia 20147
USA
(703) 886-5600

Transferee: MCI, Inc.
22001 Loudoun County Parkway
Ashburn, Virginia 20147
USA
(703) 886-5600

(b) State of Organization

Transferors: WorldCom, Inc. (debtor-in-possession) is organized under the laws of the state of Georgia.

Transferee: MCI, Inc. will be organized under the laws of the state of Delaware.

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

Richard S. Whitt
Director, Federal Advocacy
MCI

1133 19th Street, N.W.
Washington, D.C. 20036
(202) 887-3845 (Tel)
(202) 736-3304 (Fax)
richard.s.whitt@mci.com

and

Kerry Murray
Director, International Affairs
MCI
1133 19th Street, N.W.
Washington, D.C. 20036
(202) 736-6053 (Tel)
(202) 736-6083 (Fax)
kerry.murray@mci.com

with a copy to:

Mark Schneider
Robin Merriweather
Jenner & Block
601 13th Street, N.W.
Washington, D.C. 20005
(202) 639-6000
(202) 639-6066

(d) Section 214 Authorizations

Transferor: WorldCom, Inc. (debtor-in-possession) d/b/a MCI and its subsidiaries (as debtors-in-possession) are authorized to provide domestic interstate common carrier services pursuant to blanket authority under section 63.01 of the Commission's rules. WorldCom, Inc. (debtor-in-possession) d/b/a MCI and certain of its subsidiaries (as debtors-in-possession) also hold international section 214 authority to provide facilities based and resale telecommunications services under section 63.18 of the Commission's rules.

Exhibit E lists the blanket domestic section 214 authorizations held by WorldCom, Inc. (debtor-in-possession) d/b/a MCI and certain of its subsidiaries (as debtors-in-possession).

Exhibit F lists the international section 214 authorizations held by WorldCom, Inc. (debtor-in-possession) d/b/a MCI and certain of its subsidiaries (as debtors-in-possession).

Transferee: MCI, Inc. is not authorized to provide domestic or international telecommunications services.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Based upon the information available to WorldCom regarding the holders of Claims, the following entities are expected, directly or indirectly, to own five percent (5%) or more of the New Common Stock of MCI, Inc.:

Name:	Matlin Patterson Global Opportunities Partners, L.P.
Address:	520 Madison Avenue New York, NY 10022
Citizenship:	U.S.
Percentage Owned:	Greater than 5 percent but less than 25 percent
Principal Business:	Investment

Name:	Financial Ventures, L.L.C.
Address:	1105 North Market Street, Suite 1300 Wilmington, DE 19801
Citizenship:	U.S.
Percentage Owned:	Greater than 5 percent but less than 25 percent
Principal Business:	Investment

Based upon the information available to WorldCom regarding holders of Claims, no other holder of Allowed Claims will receive a distribution of New Common Stock that would provide that holder with 10 percent or greater ownership in the Reorganized Company. In addition, no foreign person or foreign entity will hold twenty-five percent (25%) or greater interest in the Reorganized Company.

MCI, Inc. will not have any interlocking directorates with a foreign carrier.

- (i) MCI, Inc. certifies that it will not be a foreign carrier, as defined in section 63.09(d) of the Commission's rules.

MCI, Inc. will be affiliated with Empresa Brasileira de Telecomunicacoes, S.A. ("Embratel"), a provider of intra-city and international transport telecommunications services in Brazil. MCI, Inc. will hold a 19.35% interest in Embratel.

MCI, Inc. will be affiliated with Avantel, SA, a provider of intra-city and international transport telecommunications services in Mexico. MCI, Inc. will hold a 44.5% interest in Avantel.

Exhibit G lists the foreign subsidiaries with which MCI, Inc. will be affiliated. All of these foreign subsidiaries provide basic telecommunications services. All of these foreign subsidiaries lack market power in their home markets.

- (j) MCI, Inc. certifies that it seeks to provide international telecommunications services, via facilities-based and switched resale, to all of the destination countries where it has foreign affiliates listed in section (i) above, and Exhibit G.
- (k) The destination countries listed in section (i) and Exhibit G are World Trade Organization member countries, except Taiwan and Russia. MCI Inc.'s affiliates in Taiwan and Russia neither control bottleneck facilities nor have a fifty percent (50%) or greater market share in the Taiwanese and Russian international transport or local access markets, and therefore lack market power in Taiwan and Russia, respectively. MCI, Inc. further certifies that neither it nor any of the affiliates referenced in section (i) or Exhibit F is a dominant carrier in their respective home country, except in Brazil. None of these companies control bottleneck facilities or has a fifty percent (50%) or greater market share in the international transport or local access markets in their home countries.
- (l) Not applicable.
- (m) MCI, Inc. qualifies for non-dominant status on all routes for which it is seeking authority and where it is a foreign carrier or is affiliated with a foreign carrier at the destination end, except Brazil. MCI, Inc. certifies that it lacks fifty percent (50%) market share in the international transport and local access markets in the countries referenced in (j) and all of the other countries referenced in (i) and Exhibit G, except Brazil. Therefore, pursuant to section 63.10(a)(3) of the Commission's rules, MCI, Inc. should be presumptively classified as non-dominant for these routes.

Pursuant to section 63.10(a)(2), MCI, Inc. agrees to be classified as dominant on the Brazil – US route because of its affiliation with Embratel, S.A., the incumbent provider of long-distance and international telecommunications services in Brazil.

- (n) MCI, Inc. certifies that it has not agreed to accept special concessions, as defined in section 63.14(b) of the Commission's rules, directly or indirectly, from any foreign carrier where the foreign carrier, as defined in section 63.09(d) of the Commission's rules, with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and will not enter into such agreements in the future.
- (o) MCI, Inc. certifies, pursuant to sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to this Joint Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) MCI, Inc. requests streamlined processing of this application. MCI, Inc. is affiliated with a foreign carrier in Brazil, however, it certifies under section 63.12(c)(1)(v), that the affiliated destination is a WTO Member country and it agrees to be classified as a dominant carrier to the affiliated destination country under section 63.10, without prejudice to its right to petition for reclassification at a later date. Accordingly, MCI, Inc. qualifies for streamlined processing pursuant to section 63.12(c)(1)(v) of the Commission's rules.

VI. INFORMATION REQUIRED BY SECTION 63.04

With respect to Applicants' request for authority, pursuant to section 63.04(b) of the Commission's rules, to transfer the blanket domestic section 214 authority of WorldCom, Inc. (debtor-in-possession) d/b/a MCI and its subsidiaries (as debtors-in-possession) to MCI, Inc., attached hereto as Attachment 1 is the information required under paragraphs (a)(6) through (a)(12) of section 63.04 of the Commission's rules.

VII. CONCLUSION

For the reasons stated above, WorldCom respectfully submits that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application.

Sincerely,

/s/

Richard S. Whitt

Kerry Murray
Julie Kearney
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(202) 857-0940

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Washington, D.C. 20005
(202) 639-6000
(202) 639-6066

Dated: June 11, 2003

Attachment 1

INFORMATION REQUIRED BY SECTION 63.04(a)

Pursuant to section 63.04(a) of the Commission's rules to transfer the blanket domestic section 214 authority of WorldCom, Inc. (debtor-in-possession) d/b/a MCI and its subsidiaries (as debtors-in-possession) to MCI, Inc., the information required under paragraphs (a)(6) through (a)(12) of section 63.04 of the Commission's rules is provided below:

(a)(6) Description of the Transaction

A description of this transaction is provided in section III above.

(a)(7) Geographic Areas Affected

WorldCom offers long-distance voice services in most areas of 48 states. The transaction will be seamless and transparent to WorldCom and its subsidiaries' customers.

(a)(8) Application is Qualified for Streamlined Processing

This application qualifies for streamlined treatment under section 63.03 of the Commission's rules for the reasons discussed in section V.A above.

(a)(9) Other FCC Applications

Applicants are simultaneously filing applications for consent to assign its submarine cable landing licenses; a DBS license; and licenses for a variety of wireless facilities, including MMDS, point-to-point microwave, satellite earth stations, CARS, and miscellaneous private radio services to MCI, Inc.

(a)(10) Special Consideration

Applicants seek streamlined processing so that they can complete the proposed Transaction as soon as possible.

(a)(11) Waiver Requests

No waiver requests are being filed in conjunction with the proposed Transaction.

(a)(12) Public Interest Considerations

The proposed Transaction serves the public interest, convenience and necessity for the reasons provided above.

Exhibit A

CREDITORS' COMMITTEE MEMBERS

Metropolitan West Asset Management LLC
11766 Wilshire Blvd. Suite 1580
Los Angeles, CA 90025

Blue River, LLC 360
East 88th Street, Suite 2D
New York, NY 10128

Cerberus Capital Management, L.P.
450 Park Avenue, 28th Floor
New York, NY 10022

ESL Investments
1 Lafayette Place
Greenwich, CT 06830

Metropolitan Life Insurance Company
334 Madison Avenue
P.O. Box 633
Convent Station, NJ 07961

Law Debenture Corporate Services, Inc., as Indenture Trustee
767 Third Avenue
New York, NY 10017

ABN AMRO Bank N.V.
55 East 52nd Street, 32nd Floor
New York, NY 10055

Elliott Management Corp.
713 Fifth Avenue
New York, NY 10019

Sun Trust Bank as Indenture Trustee
225 E. Robinson Street, Suite 250
Orlando, FL 32801

Deutsche Bank AG
31 West 52nd Street
New York, NY 10019

New York Life Investment Management LLC
51 Madison Avenue
New York, NY 10010

Electronic Data Systems Corporation
5400 Legacy Drive
Mail Stop: H3-3A-05
Plano, TX 75204

Wilmington Trust Company, as Indenture Trustee
1100 North Market Street
Wilmington, DE 19890

-and-

Wilmington Trust Company, as Indenture Trustee
520 Madison Avenue, 33rd Floor
New York, NY 10022

AOL Time Warner, Inc.
75 Rockefeller Plaza
New York, NY 10019

Exhibit B

PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT

(Attached as a separate document)

Exhibit C

ORDER APPROVING DISCLOSURE STATEMENT

(Attached as a separate document)

Exhibit D

SAMPLE PLAN SOLICITATION PAGE

(Attached as a separate document)

Exhibit E

**DOMESTIC 214 AUTHORITY HELD BY WORLDCOM,
INC. AND CERTAIN OF ITS SUBSIDIARIES**

**(all of the entities listed below hold domestic authority under
section 214 as debtors-in-possession)**

WorldCom, Inc.
Brooks Fiber Properties, Inc.
Com systems, Inc.
E.L. Acquisition, Inc.
Healan Communications, Inc.
Intermedia Communications, Inc.
MCI Communications Corporation
MCI WORLDCOM Brands, L.L.C.
MCI WorldCom Management Company, Inc.
Military Communications Center, Inc.
SkyTel Communications, Inc.
TransCall America, Inc.
TTI National, Inc.
Wireless One, Inc.
WorldCom Broadband Solutions, Inc.
WorldCom International Mobile Services, Inc.
WorldCom Wireless, Inc.
Access Network Services, Inc.
Access Virginia, Inc.
ALD Communications, Inc.
BFC Communications, Inc.
Bittel Telecommunications Corporation
Brooks Fiber Communications of Arkansas, Inc.
Brooks Fiber Communications of Bakersfield, Inc.
Brooks Fiber Communications of Connecticut, Inc.
Brooks Fiber Communications of Fresno, Inc.
Brooks Fiber Communications of Massachusetts, Inc.
Brooks Fiber Communications of Michigan, Inc.
Brooks Fiber Communications of Minnesota, Inc.
Brooks Fiber Communications of Mississippi, Inc.
Brooks Fiber Communications of Missouri, Inc.
Brooks Fiber Communications of Nevada, Inc.
Brooks Fiber Communications of New England, Inc.
Brooks Fiber Communications of New Mexico, Inc.
Brooks Fiber Communications of New York, Inc.
Brooks Fiber Communications of Ohio, Inc.
Brooks Fiber Communications of Oklahoma, Inc.
Brooks Fiber Communications of Rhode Island, Inc.
Brooks Fiber Communications of Sacramento, Inc.
Brooks Fiber Communications of San Jose, Inc.
Brooks Fiber Communications of Stockton, Inc.
Brooks Fiber Communications of Tennessee, Inc.
Brooks Fiber Communications of Texas, Inc.
Brooks Fiber Communications of Tucson, Inc.
Brooks Fiber Communications of Tulsa, Inc.
Brooks Fiber Communications of Utah, Inc.

Brooks Fiber Communications-LD, Inc.
 BTC Transportation Corporation
 Business Internet, Inc.
 Chicago Fiber Optic Corporation
 COM/NAV Realty Corp.
 Cross Country Wireless, Inc.
 CS Wireless Battle Creek, Inc.
 CS Wireless Systems, Inc.
 Express Communications, Inc.
 FiberNet Rochester, Inc.
 Fibernet, Inc.
 ICI Capital LLC
 Intelligent Investment Partners, Inc.
 Intermedia Capital, Inc.
 Intermedia Communications of Virginia, Inc.
 Intermedia Investment, Inc.
 Intermedia Licensing Company
 Intermedia Services LLC
 Jones Lightwave of Denver, Inc.
 Marconi Telegraph Cable Company, Inc.
 MCI Canada, Inc.
 MCI Equipment Acquisition Corporation
 MCI Galaxy III Transponder Leasing, Inc.
 MCI Global Access Corporation
 MCI Global support Corporation
 MCI International Services, L.L.C.
 MCI International Telecommunications Corporation
 MCI International, Inc.
 MCI International Telecommunications Holding Corporation
 MCI investments Holdings, Inc.
 MCI Network Technologies, Inc.
 MCI Omega Properties, Inc.
 MCI Payroll Services, LLC
 MCI Research, Inc.
 MCI Transcom Corporation
 MCI Wireless, Inc.
 MCI WORLDCOM Brooks Telecom, LLC
 MCI WORLDCOM Capital Management Corporation
 MCI WORLDCOM Communications of Virginia, Inc.
 MCI WORLDCOM Communications, Inc.
 MCI WorldCom Financial Management Corporation
 MCI WORLDCOM Global Networks U.S., Inc.
 MCI WORLDCOM International, Inc.
 MCI WORLDCOM MFS Telecom, LLC
 MCI WORLDCOM Network Services of Virginia, Inc.
 MCI WORLDCOM Network Services, Inc.
 MCI WORLDCOM Synergies Management Company, Inc.
 MCI/OTI Corporation
 MCImetro Access Transmission Services of Virginia, Inc.
 MCImetro Access Transmission Services LLC
 Metrex Corporation
 Metropolitan Fiber Systems of Arizona, Inc.
 Metropolitan Fiber Systems of Baltimore, Inc.
 Metropolitan Fiber Systems of California, Inc.
 Metropolitan Fiber Systems of Connecticut, Inc.
 Metropolitan Fiber Systems of Dallas, Inc.

Metropolitan Fiber Systems of Delaware, Inc.
 Metropolitan Fiber Systems of Denver, Inc.
 Metropolitan Fiber Systems of Detroit, Inc.
 Metropolitan Fiber Systems of Florida, Inc.
 Metropolitan Fiber Systems of Houston, Inc.
 Metropolitan Fiber Systems of Indianapolis, Inc.
 Metropolitan Fiber Systems of Minneapolis/St Paul, Inc.
 Metropolitan Fiber Systems of New Hampshire, Inc.
 Metropolitan Fiber Systems of New Jersey, Inc.
 Metropolitan Fiber Systems of New Orleans, Inc.
 Metropolitan Fiber Systems of New York, Inc.
 Metropolitan Fiber Systems of Ohio, Inc.
 Metropolitan Fiber Systems of Philadelphia, Inc.
 Metropolitan Fiber Systems of Pittsburgh, Inc.
 Metropolitan Fiber Systems of Seattle, Inc.
 Metropolitan Fiber Systems of St. Louis, Inc.
 Metropolitan Fiber Systems/McCourt, Inc.
 MFS CableCo U.S., Inc.
 MFS Datanet, Inc.
 MFS Telecom, Inc.
 MFS Telephone of Missouri, Inc.
 MFS Telephone of New Hampshire, Inc.
 MFS Telephone of Virginia, Inc.
 MFS Telephone, Inc.
 MFS/C-TEC
 MFSA Holding, Inc.
 MobileComm Europe Inc.
 Mtel Asia, Inc.
 Mtel Cellular, Inc.
 Mtel International, Inc.
 Mtel Latin America, Inc.
 Mtel Microwave, Inc.
 Mtel Service Corporation
 N.C.S. Equipment Corporation
 National Telecommunications of Florida, Inc.
 Netwave Systems, Inc.
 NetworkMCI, Inc.
 Northeast Networks, Inc.
 Nova Cellular Co.
 NTC, Inc.
 Overseas Telecommunications, Inc.
 Shared Technologies Fairchild Communications Corporation
 Shared Technologies Fairchild Telecom, Inc.
 Shared Technologies Fairchild , Inc.
 SkyTel Corp.
 SkyTel Payroll Services, LLC
 Southernnet of South Carolina, Inc.
 Southernnet Systems, Inc.
 Southernnet, Inc.
 Telecom*USA, Inc.
 Teleconnect Company
 Teleconnect Long Distance Services & Systems Co.
 Tenant Network Services, Inc.
 Tru Vision Wireless, Inc.
 Tru Vision-Flippin, Inc.
 UUNET Australia Limited

UUNET Caribbean, Inc.
UUNET Holdings Corp.
UUNET International Ltd.
UUNET Japan Ltd.
UUNET Payroll Services, LLC
UUNET Technologies, Inc.
Virginia Metrotel, Inc.
Wireless Video Services
WorldCom Caribbean, Inc.
WorldCom East, Inc.
WorldCom ETC, Inc.
WorldCom Federal Systems, Inc.
WorldCom ICC, Inc.
WorldCom International, Inc.
WorldCom International Data Services, Inc.
WorldCom International Mobile Services LLC
WorldCom Overseas Holdings, Inc.
WorldCom Payroll Services, LLC
WorldCom Purchasing, LLC
WorldCom Ventures, Inc.

Exhibit F

INTERNATIONAL SECTION 214 AUTHORIZATIONS
HELD BY WORLDCOM, INC. AND CERTAIN OF ITS SUBSIDIARIES

MCI WORLDCOM Network Services, Inc.*

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
International Resale Carrier	ITC 87-184	12/2/87
Transfer of Control of RCA Global Communications, Inc.	ENF 88-1	11/9/89
Transfer of Control of Overseas Telecommunications, Inc.	ENF 91-01	3/12/91
Resell IDB Switched Services	ITC 93-167	6/18/93
Resell other carriers	ITC 95-034	12/23/94
Resell other carriers	ITC 95-513	1/25/96
Blanket Facilities	ITC 95-581	2/8/96
Iraq	90-090	6/7/90
Korea (North) Switched Transit	93-249	9/28/93
Cuba	94-228	10/4/94
Use of Colombia/TDRSS for the Provision of Private Lines Services	94-249	6/15/94
Resale of Public Switched Services of NTC and Saetel	95-034	12/28/95
Resale of Asian American Telecom Services to Russia	95-416	8/30/95
Assignment	ITC-ASG-19970917-00561	9/18/97
Resale Services	ITC-214-19951206-00048	3/8/96
Section 214 Authorizations for Cable Systems		
HAW 4/TPC -3	ITC 85-219	12/17/85
G-P-T	ITC 88-094	8/11/88
TCS-1	ITC 88-071	9/14/88
TAT-9	ITC 88-181	12/15/88
TPC- 4	ITC 89-086	10/26/89
PTAT	ITC 89-121	8/22/89
HAW-5	ITC 90-081	11/8/90
PacRim East	ITC 90-072	11/8/90
PacRim West	ITC 90-097	11/8/90
NPC	ITC 91-045	5/13/91
TAT-10	ITC 91-135	12/19/91
TAT-11	ITC 91-136	12/19/91
TAINO-CARIB	ITC 92-106	6/25/92
TPC-5	ITC 92-179	11/12/92
TAT-12/TAT-13	ITC 93-062	7/7/93
Columbus II	ITC 93-029	7/13/93
Americas I	ITC 93-030	7/13/93

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
CUBUS-1	ITC 94-228	10/4/94
Antillas I	ITC 95-580	6/28/96
Bahamas II	ITC-214-19960329-00130	8/6/96
Section 214 Authorizations for Satellite Facilities		
Dominican Republic (Use of PanAmSat)	94-340	8/22/94
Intersputnik Stationsar II (Former USSR PSTN)	ITC-214-19920605-00023	
SES Comsat	ITC-85-146	6/20/85
Intelsat	ITC-94-290	9/30/94
Intelsat	ITC-95-030	3/28/95
Intelsat	ITC-95-581	2/8/96
Analog Video Services Between the U.S. and POR Satellites	ITC 94-290	9/30/94
Atlantic Satellite Omnibus	ITC 85-146	6/20/85

*name changed from MCI Telecommunications Corporation (6/15/99)

MCI International, Inc.

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
Section 214 Authorizations for Cable Systems		
Use of PTAT-1 Cable System to Provide Svcs to UK	89-155	11/29/89
Use of PTAT-1 for service to Bermuda and Iceland	90-026	1//12/90
Use of PTAT-1 for svcs with UK and Ireland	90-042	3/20/90

WorldCom, Inc. d/b/a MCI

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
<u>Facilities-Based excluding Israel</u>	<u>ITC-214-19961212-00626</u>	<u>1/31/97</u>
<u>Facilities-Based Israel</u>	<u>ITC-214-19961231-00659</u>	<u>5/23/97</u>

The following 214s were originally held by WILTEL Inc. and WILTEL International, Inc. They were transferred to LDDS Communications, Inc., which changed its name to WorldCom, Inc. in 1995.		
Resale of IMTS	ITC-88-077	4/29/88
Houston Network IMTS resale	ITC-89-68-AL	5/26/89
Private line Service to Canada	ITC-90-166 ITC-90-196(A)	5/3/91
Vyvx IMTS Resale Authorization	ITC-92-034-AL	12/9/91
WilTel Int'l IMTS Resale Authorization	ITC-94-092	3/16/94
Private Line Service to Canada	ITC-93-283-AL	10/6/93
Private Line Resale to 48 Countries	ITC-93-281	3/8/94
Private Line Resale to 17 Countries	ITC-94-292	8/17/94
Resale of Public Switched Services	ITC-94-090	2/23/94
Private Line Service to the UK	ITC-93-320	3/22/95
IMTS and Private Line to Cuba	ITC-94-229	
Section 214 Authorizations for Cable and Satellite Facilities		
Satellite and Cable Facilities Cuba	ITC-94-227	10/5/94

WorldCom International Data Services, Inc.**

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
Facilities-Based 214	ITC90-128; ITC-91-003	1990
Resale	ITC-90-039	1990
Resale	ITC-214-19960116-00011	3/11/96
Section 214 Authorization for Cable Facilities		
PacRimWest	ITC 90-097	12/10/96
TPC-4	ITC-89-086	11/15/89
Section 214 Authorizations for Satellite Facilities		
Private Line via Intersputnik (Statsionar 4)	ITC-91-203	4/16/93
Earth station	ITC-85-100	4/16/85

**** name change from Western Union International, Inc. (5/18/00).**

MCI WORLDCOM Communications, Inc. ***

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
International Switched Resale	ITC-93-065	
International Private Line Resale	ITC-93-154	
Transfer of Control from MFS Intelenet	ITC-T/C-19970904-00531	9/23/97
Pro Forma Assignment from MFS Intelenet	ITC-ASG-19970904-00532	9/23/97

*** name changed from WORLDCOM TECHNOLOGIES, INC. (5/7/99)

MCI WORLDCOM International, Inc.

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
<u>Global Facilities-Based and Resale Service</u>	<u>ITC-214-19961003-00486</u>	<u>11/22/96</u>
Pro Forma Assignment from <u>LDDS Corp. to MFS International, Inc.</u>	ITC-ASG-19971211-00777	
Section 214 Authorizations for Satellite Facilities		
The following 214s were assigned from LDDS Corp. to MFS International, which changed its name to MCI WORLDCOM International, Inc. (11/2/99).		
Intelsat Atlantic and Pacific Ocean Satellites for International TV and IBS	ITC-92-085	9/2/92
AMSS, MMSS, and LMSS via INMARSAT System	ITC-93-102	6/17/93
The following 214s were originally held by MFS International, Inc.		
PTAT-1, TAT-9, TAT-10, and TAT-11	ITC-94-246, ITC-94-050	
NPC	ITC-95-395	
Australia and New Zealand	ITC-214-19971014-00621	

MCI Communications Corporation

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
General Section 214 Authorizations		
The following 214s were transferred from IDB WorldCom Services, Inc. (9/13/00).		
<u>Facilities-Based</u>	ITC-90-128; ITC-91-003	
<u>Resale</u>	ITC-90-039	
Cuba Direct Telex Service	ITC-94-211	4/22/94
Cuba Packet Switched	ITC-94-440	10/11/94
North Korea	ITC-95-233	6/8/95
Iraq	ITC-2462-16	
Cuba	C4-83-003-R	
The following 214 was originally held by TRT/FTC International, Inc., which changed its name to IDB WorldCom Services, Inc. It was assigned to IDB WorldCom Services, Inc. (6/14/94), and was subsequently transferred from IDB WorldCom (9/13/00).		
All countries	ITC-88-082	
The following 214s were originally held by STARS and assigned to IDB WorldCom, Inc. (6/14/94). They were subsequently transferred from IDB WorldCom (9/13/00).		
<u>International Resale</u>	ITC-90-151	1990
<u>Channels of Communication Between the Houston International Teleport and Points in Canada</u>	ITC-87-146	1987
<u>Channels of Communication Between the Houston International Teleport and Points in Mexico</u>	ITC-86-054	6/20/86
<u>Atlantic Ocean and Pacific Ocean International TV and Intelsat Business Services</u>	ITC-090	1989
<u>Channels of Communications between Houston Teleport and Intelsat's AOT Satellites for International TV and IBS Services</u>	ITC-85-070	3/19/85
The following 214 was originally held by IDB Communications Group, Inc. It was assigned to IDB WorldCom Services, Inc. (6/14/94), and was subsequently transferred from IDB WorldCom in (9/13/00).		
International Resale	ITC-93-019	3/18/93
Section 214 Authorizations for Cable Facilities		
The following 214s were transferred from IDB WorldCom Services, Inc. (9/13/00).		
United Kingdom (PTAT-1)	ITC-90-069	
Japan (TPC-4)	ITC-89-086	
Japan (NPC)	ITC-91-051	
Bermuda (PTAT-1)	ITC-92-018	
The following 214s were originally held by World Communications, Inc. They were assigned to IDB WorldCom Services, Inc. (6/14/94), and were subsequently transferred from IDB WorldCom (9/13/00).		

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
<u>TAT-9</u>	ITC-88-181	1988
<u>TAT-10</u>	ITC-91-135	1/13/1992
<u>TAT-11</u>	ITC-91-136	1992
<u>PTAT-1</u>	ITC-89-134; ITC-90-013; ITC-91-007	1989; 1990; 1991
<u>TAT-12/TAT-13</u>	ITC-93-062	7/7/93
<u>HAW-4</u>	ITC-85-219	1/7/86
<u>HAW-5</u>	ITC-90-081	1990
<u>ANZCAN</u>	CC DOCKET NO. 81-343	12/22/82
<u>TPC-4</u>	ITC-89-086	1989
<u>GPT</u>	ITC-88-094	1988
<u>Hong Kong-Japan-Korea</u>	ITC-89-009	1989
<u>NPC</u>	ITC-91-007	1991
<u>PacRimEast</u>	ITC-90-072	1990
<u>PacRimWest</u>	ITC-90-097	1990
<u>TASMAN-2</u>	TIC-91-095	1991
<u>Florida-St. Thomas-2</u>	PC-6290; PC-6290-A-1/4	1966
<u>Florida-St. Thomas-3</u>	IPC-81-050	1982
<u>St. Thomas-Brazil</u>	IPC-5; IPC-5-A	1978
<u>St. Thomas-Venezuela-2</u>	IPC-5; IPC-5-A	1978
<u>TCS-1</u>	ITC-88-071; ITC-91-065; ITC-91-125	1988; 1991; 1991
<u>TAINO-CARIB</u>	ITC-92-106	6/25/92
<u>Columbus II</u>	ITC-93-029	7/28/93
<u>Americas I</u>	ITC-93-030	7/28/93
The following 214s were originally held by FTC Communications, Inc., which became TRT/FTC Communications. They were assigned to IDB WorldCom Services, Inc. (6/14/94), and were subsequently transferred from IDB WorldCom (9/13/00).		
Canber (Bermuda)	ITC-83-119	6/13/83
Anzcan North (Australia)	ITC-83-141	7/29/83
Anzcan South (Australia)	ITC-83-141	7/29/83
Marpal (Italy)	ITC-83-167	7/29/83
HAW-4 (Australia)	ITC-85-219	12/31/85
TRANSPAC-4 (Japan)	ITC-85-219	12/31/85
HAW-4/TPC-3 (Pacific Basin)	ITC-86-112	9/19/86
TPC-3, HAW-4 (Japan)	ITC-88-014	12/29/87
HAW-4/TPC-3 (GP-2)	ITC-88-003	8/23/84
TAT-9 (UK, France, Spain)	ITC-88-181	12/15/88
PTAT-1 (UK)	ITC-89-104	8/22/89
TPC-4 (Canada & Japan)	ITC-89-086	10/26/89
PTAT-1 (UK Supplemental)	ITC-90-019	6/1/90
PTAT-1 (UK Supplemental)	ITC-90-033	6/1/90
TAT-10 (Germany & Netherlands)	ITC-91-135	12/19/91
TAT-11 (UK, France)	ITC-91-136	12/19/91
TCS-1 (Colombia)	ITC-91-207	11/26/91
TCS-1 (Puerto Rico, St.	ITC-92-106	6/25/92

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
Thomas, & British Virgin Islands)		
TPC-5 (Hawaii, Guam and Japan)	ITC-92-179	11/12/92

Section 214 Authorizations for Satellite Facilities

The following 214 was transferred from IDB WorldCom Services, Inc. (9/13/00)		
Intersputnik Statsionar 4 Private Line, International TV Services	ITC-94-259	6/23/95
The following 214s were originally held by IDB Communications Group, Inc. They were assigned to IDB WorldCom Services, Inc. (6/14/94), and were subsequently transferred from IDB WorldCom (9/13/00).		
Intersputnik: Non-Switched Private Line	ITC-90-188	5/29/91
Intelsat: IBS and International TV	ITC-87-013	12/19/86
Columbia/TDRSS: International Communications Services	ITC-93-017	3/8/93
Intersputnik: Soviet Intersputnik: Statsionar 10: International TV and Private Line (170° W.L.)	ITC-92-163	10/8/92
Intersputnik: Statsionar 11 International TV and Private Line (11° W.L.) Between US and USSR	ITC-92-178	11/23/92
Intelsat: PSNS to Many Countries	ITC-93-024	3/11/93
PanAmSat: International TV, Video, Digital Data, Voice and SCPC Audio	ITC-89-091	11/13/89
Intersputnik: Statsionar 11: PSNS (11° W.L.) Between US and USSR	ITC-91-196	6/23/95
Intersputnik Statsionar 10: PSNS (170° W.L.)	ITC-92-164	6/23/95
Intelsat: SCPC Audio	ITC-88-048	9/1/88
Transborder to Mexico, the Caribbean, Central America, and South America	ITC-87-051	3/10/87
Intersputnik: Occasional Use Video and Program Audio via Statsionar 4 and Statsionar 11	ITC-89-100	2/12/92

The following 214s were originally held by CICI Inc. and assigned to IDB WorldCom Services Inc. (6/14/94). They were subsequently transferred from IDB WorldCom (9/13/00).		
Intersputnik: Statsionar 11 Non-Switched Private Line Service	ITC-93-075	Filed 1/11/93

Multipurpose Service (PSTN) via INTELSAT to <u>U.S.S.R. and Guyana (IDB WorldCom Serv)</u>	ITC-81-020	5/13/91
<u>AMSS and MMSS via INMARSAT (IDB WorldCom Services)</u>	ITC-91-113	9/24/91
<u>INTELNET</u>	ITC-85-193	9/30/85
<u>INTELNET USSR, Guyana</u>	ITC-85-193	9/30/85
<u>Not specified</u>	ITC-85-158	9/12/85
<u>International TV</u>	ITC-87-079	9/30/87
The following 214 was originally held by World Communications, Inc. It was assigned to IDB WorldCom Services, Inc. (6/14/94), and was subsequently transferred from IDB WorldCom (9/13/00).		
<u>PSNS VIA Intersputnik (Statsionar 4)</u>	ITC-91-203	4/16/93
The following 214 was originally held by TRT/FTC International, Inc. It was assigned to IDB WorldCom Services, Inc. (6/14/94), and was subsequently transferred from IDB WorldCom (9/13/00).		
<u>Uruguay – Satellite Facilities for common carrier and switched voice services</u>	ITC-93-015	2/16/93

The following 214s were originally held by FTC Communications, Inc., which became TRT/FTC Communications. They were assigned to IDB WorldCom Services, Inc. (6/14/94), and were subsequently transferred from IDB WorldCom (9/13/00).		
<u>Satellite (France)</u>	TC-2356-2	1/18/74
<u>Satellite (UK)</u>	ITC-2336-4	7/1/74
<u>Satellite (UK)</u>	ITC-2336-5	2/13/75
<u>Satellite (UK)</u>	ITC-2336-5-A	2/13/75
<u>Satellite (UK)</u>	ITC-2336-6	2/13/75
<u>Satellite (Cameroon)</u>	ITC-2878	1/11/80
<u>Satellite (Senegal)</u>	ITC-2692	4/17/80
<u>Satellite (Senegal)</u>	ITC-2826	4/29/80
<u>Satellite (French Guyana)</u>	ITC-3067	9/9/80
<u>Satellite (UK)</u>	ITC-3207	11/12/80
<u>Satellite (Cameroon)</u>	ITC-2878	1/11/80
<u>Satellite (Senegal)</u>	ITC-2692	4/17/80
<u>Satellite (Senegal)</u>	ITC-2826	4/29/80
<u>Satellite (UK)</u>	ITC-3207	11/12/80
<u>Satellite (Italy)</u>	ITC-81-091	3/13/81
<u>Satellite (France)</u>	ITC-2336-14	2/13/78
<u>Satellite (Costa Rica)</u>	ITC-2690	8/1/78
<u>Satellite (Costa Rica)</u>	ITC-2700	10/16/78
<u>Satellite (France, UK)</u>	ITC-2649-2	9/11/79
<u>Satellite (France)</u>	ITC-2336-7	2/21/75
<u>Satellite (France)</u>	ITC-2336-10	3/19/75
<u>Satellite (France)</u>	ITC-2336-9	4/8/75
<u>Satellite (UK)</u>	ITC-2336-12	10/6/75
<u>Satellite (France)</u>	TC-2336	7/22/71
<u>Satellite (Ivory Coast)</u>	TC-2336-2	2/8/73
<u>Satellite (UK)</u>	ITC-2336-8	5/20/76
<u>Satellite (UK)</u>	ITC-81-292	9/4/81

Satellite (Domestic)	ITC-81-244	9/24/81
Satellite (Sweden)	ITC-82-002	11/19/81
Satellite (Ireland)	ITC-82-003	11/19/81
Satellite (Cameroon)	ITC-82-035	11/24/81
Satellite (Australia)	ITC-82-009	12/2/81
Satellite (Cameroon)	ITC-82-044	12/4/81
Satellite (Panama)	ITC-82-028	12/9/81
Satellite (Domestic)	ITC-81-313	12/17/81
Satellite/Cable (Worldwide)	ITC-3211	13/30/81
Satellite (Europe)	ITC-82-029	1/11/82
Satellite (Singapore)	ITC-82-059	1/22/82
Satellite (Hong Kong)	ITC-82-084	2/12/82
Satellite (Niger)	ITC-82-112	3/8/82
Satellite (Germany)	ITC-82-135	3/19/82
Satellite (Senegal)	ITC-82-134	3/19/82
Satellite (Belgium)	ITC-82-154	5/11/82
Satellite (Philippines)	ITC-82-230	8/20/82
Satellite (Gabon)	ITC-82-263	10/4/82
Satellite (UK)	ITC-83-011	12/16/82
Satellite (UK)	ITC-82-087	12/8/82
Satellite (Saudi Arabia)	ITC-83-044	1/24/83
Satellite (Argentina)	ITC-83-076	4/11/83
Satellite (France)	ITC-83-107	5/9/83
Satellite (UK)	ITC-83-108	5/9/83
Satellite (France)	ITC-83-122	6/13/83
Satellite (Costa Rica)	ITC-83-157	8/5/83
Satellite (Tunisia)	ITC-83-170	8/22/83
Satellite (Venezuela, Spain, Greece, Finland, Bahrain, Morocco, Algeria, India, Pakistan, Japan, Korea, Taiwan)	ITC-83-182	9/26/83
Satellite (Costa Rica)	ITC-83-197	10/5/83
Satellite (Bermuda)	ITC-83-196	10/5/83
Satellite (Australia)	ITC-84-010	11/3/83
Satellite (Costa Rica)	ITC-85-003	10/22/84
Satellite (Guatemala)	ITC-85-006	12/4/84
Satellite (New Zealand)	ITC-85-059	2/11/85
Satellite (Syria)	ITC-85-058	2/11/85
Satellite (Thailand)	ITC-85-075	3/11/85
Satellite (Indonesia)	ITC-85-074	2/15/85
Satellite (All IBS Points)	ITC-85-078	3/14/85
Satellite (Thailand)	ITC-85-121	4/9/85
Satellite (Austria)	ITC-85-122	4/9/85
Satellite (Chile, Ethiopia, Kenya, Iraq)	ITC-85-118	5/3/85
Satellite (Denmark)	ITC-85-179	7/10/85
Satellite (Japan)	ITC-85-207	8/9/85
Satellite (Trinidad & Tobago)	ITC-85-214	2/5/86
Satellite (Finland)	ITC-84-018	11/1/83
Satellite (France)	ITC-84-005	1/31/84
Satellite (Sweden)	ITC-84-075	2/23/84
Satellite (Cayman Islands)	ITC-84-080	3/26/84
Satellite (Bahrain)	ITC-84-087	3/19/84
Satellite (Portugal)	ITC-84-113	4/16/84

Satellite (Barbados)	ITC-84-114	5/7/84
Satellite (Egypt)	ITC-84-120	5/22/84
Satellite (Singapore)	ITC-84-133	6/7/84
Satellite (Indonesia)	ITC-84-166	9/4/84
Satellite (Atlantic Basin)	ITC-84-180	11/21/84
Satellite (Republic of China, Taiwan, Korea, Pakistan, India, Algeria, Morocco, Spain, & Greece)	ITC-86-128	8/27/86
Satellite (Japan)	ITC-87-012	12/12/86
Satellite (Bermuda)	ITC-87-018	12/12/86
Satellite (Philippines)	ITC-87-020	12/12/86
Satellite (Sweden)	ITC-87-019	12/12/86
Satellite (Hong Kong)	ITC-87-021	12/12/86
Satellite (Angola)	ITC-87-045	1/27/87
Satellite (Argentina)	ITC-87-076	3/20/87
Satellite (Angola, Kenya)		6/26/87
Satellite (Malaysia)	ITC-88-040	3/25/88
Satellite (W. Germany)	ITC-88-058	2/26/88
Satellite (Angola, Kenya)	ITC-87-138	6/26/87
Satellite (UK)	ITC-88-018	11/18/87

Overseas Telecom, Inc.

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
Section 214 Authorizations for Cable Systems		
TCS-1	ITC 88-001	11/15/88
G-P-T	ITC 88-094	8/22/88

MFS Globenet, Inc.***

<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
Section 214 Authorization for Cable Systems		
Southern Cross	ITC-98-622	2/11/98

*** transferred from MFS International, Inc.

Other WorldCom Subsidiaries' 214 Authorizations

<u>Entity</u>	<u>Authorization Type or Service Provided</u>	<u>FCC ID Numbers</u>	<u>Date Granted</u>
<u>Premiere Skytel, Inc.</u>	<u>Facilities-Based</u>	ITC-214-19990811-00540	9/17/99
<u>MTEL Long Distance Company, Inc.</u>	<u>Resale</u>	ITC-214-20000616-00366	7/14/00
<u>MTEL Communications, Inc.</u>	<u>Facilities-Based</u>	ITC-214-19991217-00804	1/21/00

Exhibit G
AFFILIATED FOREIGN SUBSIDIARIES

<u>Country</u>	<u>Entity</u>
Argentina	MCI International (Argentina) S.A.
Australia	MCI WorldCom Australia Pty Limited
Austria	MCI WorldCom Telecommunication Services Austria Gesellschaft m.b.H
Austria	MK International Telekommunikationsgesellschaft m.b.H
Belgium	N.V. WorldCom S.A. (50%)
Bermuda	WorldCom Global Networks Limited
Canada	MFS Communications of Canada, Inc.
Canada	WorldCom Canada Limited
Canada	3568695 Canada, Inc.
Colombia	MCI International (Colombia) Ltda.
Czech Republic	MCI WorldCom Telecommunications (Czech Republic), s.r.o.
Chile	MCI International (Chile) S.A.
Denmark	WorldCom Telecommunications A/S
El Salvador	WorldCom International El Salvador, S.A. De C.V.
Finland	MCI WorldCom Finland Oy
France	MCI WorldCom S.A.
France	MCI International (France) S.A.R.L.
Germany	MCI WorldCom Deutschland GmbH
Germany	WorldCom Communications GmbH
Greece	MCI WorldCom Telecommunications (Hellas) Single Member Limited Liability Co.
Guatemala	MCI Internacional Guatemala, Sociedad Anonima
Hungary	MCI Worldcom International (Hungary) Telecommunications Ltd.
India	MCI WorldCom India Private Limited
Indonesia	PT MCI WorldCom Indonesia
Ireland	MCI WorldCom (Ireland) Limited
Ireland	MCI WorldCom Communications (Ireland) Limited
Ireland	MCI International (Ireland) Limited
Israel	MCI Telecommunications (Israel) Ltd.
Italy	MCI WorldCom S.p.A.
Italy	MCI International (Italy) S.R.L.
Japan	MCI WorldCom Japan Limited
Japan	MCI WorldCom Communications Japan Ltd.
Japan	MCI International (Japan) Co., Ltd.
Korea	WorldCom Network Services Asia, Inc.
Korea	MCI WorldCom Korea Limited
Luxembourg	MK International SA
Malaysia	MCI WorldCom Malaysia SDN.BHD
México	Corporacion ABC Internacional,S. de R.L. de C.V.
Netherlands	MCI WorldCom B.V.
New Zealand	MCI WorldCom New Zealand Limited
Norway	MCI WorldCom AS
Panama	MCI International Panama, S.A.
Panama	Telefonica Pan Americana MCI de Panama, S.A.
Peru	MCI WorldCom Peru SRL
Philippines	MCI WorldCom Philippines, Inc.
Poland	MK International Sp. Zo. O.
Portugal	MCI International (Portugal) Telecomunicacoes, Lda.
Russia	MCI (CIS) LLC
Russia	MCI-CIS

Singapore	MCI WorldCom Asia Pte. Limited
South Africa	MCI Telecommunications (South Africa) Proprietary) Limited
Spain	MCI WorldCom (Spain), S.A.
Sweden	WorldCom Aktiebolag
Sweden	MCI International (Sweden) AB
Switzerland	MCI WorldCom A.G.
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.
Trinidad & Tobago	WorldCom West Indies Ltd.
United Kingdom	IDB London Communications Group Limited
United Kingdom	MCI Telecommunications Ltd
United Kingdom	MCI WorldPhone Limited
United Kingdom	MCI WorldCom Limited
United Kingdom	WorldCom Wireless (UK) Limited
Venezuela	WorldCom de Venezuela, S.A.